

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

OLYMPUS SECURITIES, LLC,

Plaintiff,

- against -

UNITED FIBER & DATA, LLC,

Defendant.

Case No. 16-cv-1931 (VEC)

**DECLARATION OF
JOSHUA D. ROTH
IN SUPPORT OF
PLAINTIFF'S MOTION TO
DISMISS DEFENDANT'S
COUNTERCLAIMS**

I, Joshua D. Roth, hereby declare under penalty of perjury:

1. I am an associate at the law firm Fried, Frank, Harris, Shriver & Jacobson LLP, which represents Plaintiff Olympus Securities, LLC ("Olympus") in the above-captioned matter. As such, I am fully familiar with the facts and circumstances of this case. I respectfully submit this declaration in support of Olympus's motion to dismiss Defendant United Fiber & Data, LLC's ("UFD") counterclaims (the "Counterclaims").

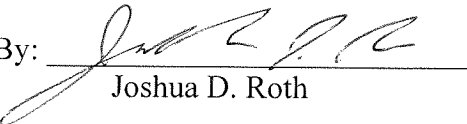
2. Attached hereto as Exhibit A is a true and correct copy of the engagement letter between Olympus and UFD, dated April 24, 2015.

3. Exhibit B to this declaration is the term sheet between UFD and the entity identified as Investor A in the Counterclaims, dated July 28, 2015 (the "Term Sheet") that was previously filed under seal in this action pursuant to the Court's order of July 6, 2016 (Docket Item 43). For the Court's convenience, a copy of the Term Sheet is attached to the Courtesy Copy of this declaration but is not being refiled under seal.

4. Attached hereto as Exhibit C is a true and correct copy of the Form D "Notice of Exempt Offering of Securities" filed by UFD with the U.S. Securities and Exchange Commission on April 29, 2016.

5. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
December 7, 2016

By: 
Joshua D. Roth